

One Embarcadero Center · San Francisco, CA 94111

415/398-4510

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#### VIA AIR COURIER

June 19, 1995

9473

Ms. Mildred Lee Recordations Unit Interstate Commerce Commission 12th and Constitution Avenue, N.W. Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of May 1, 1995 between the following parties:

Lessor:

Helm-Atlantic Associates Limited

Partnership

1 Embarcadero Center, Suite 3500

San Francisco, CA 94111

Lessee:

Illinois Central Railroad 17550 South Ashland Avenue

Homewood, IL 60430

The equipment involved in this transaction is as follows:

Equipment:

Sixteen (16) locomotives (See Exhibit A attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

Administrative Assistant

/nh

Enclosures (2)

# MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum of Lease") made as of May 1, 1995 is intended to evidence the Locomotive Lease Agreement, dated as of May 1, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and ILLINOIS CENTRAL RAILROAD, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the sixteen (16) locomotives more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP

ILLINOIS CENTRAL RAILROAD

By: Helm Atlantic Corporation,

its General Partner

By: AMOR TILL

Title: <u>President</u>

Date: 6/12/95

## STATE OF CALIFORNIA

#### COUNTY OF SAN FRANCISCO

On, 1995, before me, Noël C. Bilodeau, personally appeared David R. Eckles, President of HELM ATLANTIC CORPORATION,
$\nearrow$ personally known to me -OR-
proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.
Noel C. Bilodeau Comm. #980643 SANTA BARBARA COUNTY Comm. Expires Dec. 13, 1996 SIGNATURE OF THE NOTARY  Witness my hand and official seal.
STATE OF ILLINOIS )  COUNTY OF COOK )
On this 23 day of

My Commission Expires:

Sept. 9, 1998

OFFICIAL SEAL
MARY E STENSON
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:09/09/98

## EXHIBIT A

To the Memorandum of Locomotive Lease Agreement dated May 1, 1995 between Helm-Atlantic Associates Limited Partnership and Illinois Central Railroad.

Equipment Description	Reporting Mark and Number
Two (2) SD40-3 CLC equipped locomotives	HLCX 6000 HLCX 6100
Eleven (11) SD45-2 locomotives	HATX 900 HATX 901 HATX 902 HATX 903 HATX 904 HATX 905 HATX 906 HATX 907 HATX 908 HATX 909 HATX 910
Three (3) SD39 locomotives	HATX 351 HATX 352 HATX 353